

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

NEWAGE, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-10819 (LSS)

(Jointly Administered)

**NOTICE OF SECOND AMENDED² AGENDA OF MATTERS SCHEDULED FOR
HEARING ON OCTOBER 11, 2022 AT 11:00 A.M. (PREVAILING EASTERN TIME)³**

**PLEASE TAKE NOTICE THAT THE HEARING START TIME
HAS BEEN MOVED TO 11:00 A.M.**

CONTESTED MATTER GOING FORWARD:

1. Motion of the Debtors for Entry of Orders (I) (A) Approving Bid Procedures for the Sale of Assets of the Debtors, (B) Approving Stalking Horse Agreement with Bid Protections, (C) Establishing Assumption and Assignment Procedures, (D) Establishing Notice Procedures, and (E) Granting Related Relief [Docket No. [13](#), Filed August 31, 2022]

Response Deadline: October 6, 2022 at 4:00 p.m. (Sale Objections and Contract Objections); Post-Auction Objection Deadline (as defined in the Bid Procedures Order) is at the Sale Hearing.

Response(s) Received:

- A. Objection of Randall N. Smith and Richard C. Rife to Motion of the Debtors for Entry of Orders (I)(A) Approving Bid Procedures for the Sale of Assets of the Debtors, (B) Approving Stalking Horse Agreement with Bid Protections, (C) Establishing Assumption and Assignment Procedures, (D) Establishing Notice Procedures, and (E) Granting Related Relief; and (II)(A) Authorizing the Sale of Assets of the Debtors

¹ The last four digits of each of the Debtors' federal tax identification number are NewAge, Inc. (2263), Ariix LLC (9011), Morinda Holdings, Inc. (9756), and Morinda, Inc. (9188). The Debtors' address is 7158 S. FLSmidth Dr., Suite 250, Midvale, Utah 84047.

² **Amended items appear in bold.**

³ The hearing will be held before The Honorable Chief Judge Laurie Selber Silverstein at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801. Any attorney or party can listen only via zoom by registering with the Zoom link <https://debuscourts.zoomgov.com/meeting/register/vJtc-yupjliGAT6kjb7SJfCfmHBLYZGvqc> no later than October 11 at 8:00 a.m. After registering your appearance by Zoom, you will receive a confirmation email containing information about joining the hearing. Any exceptions must be approved by chambers.

Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [Docket No. [74](#), Filed September 15, 2022]

- B. Limited Objection to the Motion of the Debtors for Entry of Orders (I) (A) Approving Bid Procedures for the Sale of Assets of the Debtors, (B) Approving Stalking Horse Agreement with Bid Protections, (C) Establishing Assumption and Assignment Procedures, (D) Establishing Notice Procedures, and (E) Granting Related Relief; and (II) (A) Authorizing the Sale of Assets of the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief filed by Aliven, Inc. [Docket No. [79](#), Filed September 16, 2022]
- C. Limited Objection and Reservation of Rights to the Motion of the Debtors for Entry of Orders (I) (A) Approving Bid Procedures for the Sale of Assets of the Debtors, (B) Approving Stalking Horse Agreement with Bid Protections, (C) Establishing Assumption and Assignment Procedures, (D) Establishing Notice Procedures, and (E) Granting Related Relief; and (II) (A) Authorizing the Sale of Assets of the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief filed by The Limu Company LLC n/k/a Blu Frog Marketing, LLC [Docket No. [81](#), Filed September 16, 2022]
- D. Oracle's Limited Objection To and Reservation of Rights Regarding: (1) Debtors' Motion for Entry of Order (I) Authorizing the Sale of Assets of the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief; and (2) Notice of Proposed Assumption and Assignment of Certain Executory Contracts [Docket No. [170](#), Filed October 6, 2022]
- E. 2420 17th Street LLC's Objections to Debtors' Notice of Proposed Assumption and Assignment of Certain Executory Contracts; and Reservation of Rights [Docket No. [172](#), Filed October 6, 2022]
- F. Barnes & Thornburg LLP's Objection to Proposed Assumption and Assignment of Certain Executory Contracts [Docket No. [173](#), Filed October 6, 2022]
- G. The Limu Company LLC n/k/a Blu Frog Marketing, LLC's Objection and Reservation of Rights to Notice of Proposed Assumption and

Assignment of Certain Executory Contracts [Docket No. [174](#), Filed October 6, 2022]

- H. Provisional Objection Proposed Assumption and Assignment of Executory Contract with TCI Biotech, LLC [Docket No. [175](#), Filed October 6, 2022]
- I. Supplemental Objection of Aliven Inc. to the Debtors' Sale Motion and the Proposed Assumption and Assignment of the Asset Purchase Agreement Between New Age Inc. and Aliven Inc. and the Cure Amount [Docket No. [176](#), Filed October 6, 2022]
- J. Objection of Dr. Frederick W. Cooper to the Debtors' Notice of Proposed Assumption of Certain Executory Contracts [Docket No. [177](#), Filed October 6, 2022]
- K. Supplemental Objection of Randall N. Smith and Richard C. Rife to Motion of the Debtors for Entry of Orders (I) (A) Approving Bid Procedures for the Sale of Assets of the Debtors, (B) Approving Stalking Horse Agreement with Bid Protections, (C) Establishing Assumption and Assignment Procedures, (D) Establishing Notice Procedures, and (E) Granting Related Relief [Docket No. [179](#), Filed October 6, 2022]
- L. Limited Objection of Zennoa, LLC to Notice of Proposed Assumption and Assignment of Certain Executory Contracts [Docket No. [183](#), Filed October 7, 2022]
- M. Limited Objection of Kwikclick, Inc. to Notice of Proposed Assumption and Assignment of Certain Executory Contracts [Docket No. [184](#), Filed October 7, 2022]
- N. **Supplemental Exhibit to The Limu Company LLC n/k/a Blu Frog Marketing, LLC's Objection and Reservation of Rights to Notice of Proposed Assumption and Assignment of Certain Executory Contracts [Docket No. [194](#), Filed October 10, 2022]**
- O. **Informal comments to proposed sale order from the Official Committee of Unsecured Creditors**
- P. **Informal response from NanoBiotech Pharma, Ltd.**

Related Documents:

- A. Order (A) Approving Bid Procedures for the Sale of Assets of the Debtors, (B) Approving Bid Protections, (C) Establishing Assumption and Assignment Procedures, (D) Establishing Notice Procedures, and

- (E) Granting Related Relief [Docket No. [105](#), Filed September 21, 2022]
- B. Notice of Bid Procedures, Auction Date, and Sale Hearing [Docket No. [108](#), Filed September 22, 2022]
- C. Notice of Proposed Assumption and Assignment of Certain Executory Contracts [Docket No. [110](#), Filed September 23, 2022]
- D. Affidavit of Publication re: Notice of Bid Procedures, Auction Date, and Sale Hearing [Docket No. [167](#), Filed October 5, 2022]
- E. Notice of (I) Cancellation of Auction and (II) Successful Bid [Docket No. [182](#), Filed October 6, 2022]
- F. Notice of (I) Identity of Successful Bidder and (II) Purchase Price [Docket No. [189](#), Filed October 10, 2022]
- G. Declaration of Jay Weinberger in Support of Motion of the Debtors for Entry of Orders (I) (A) Approving Bid Procedures for the Sale of Assets of the Debtors, (B) Approving Stalking Horse Agreement with Bid Protections, (C) Establishing Assumption and Assignment Procedures, (D) Establishing Notice Procedures, and (E) Granting Related Relief; and (II) (A) Authorizing the Sale of Assets of the Debtors Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief filed by The Limu Company LLC n/k/a Blu Frog Marketing, LLC [Docket No. [191](#), Filed October 10, 2022]
- H. Aliven Inc.'s List of Witnesses and Exhibits for October 11, 2022 Hearing [Docket No. [192](#), Filed October 10, 2022]**
- I. Declaration of John R. Wadsworth, on Behalf of DIP Financing LLC and its Assigns, in Support of the Sale of the Purchased Assets to the Stalking Horse Bidder [Docket No. [198](#), Filed October 10, 2022]**
- J. Notice of Filing Proposed Order (I) Authorizing the Sale of Assets of the Debtors Free and Clear and All Liens, Claims, Encumbrances, and Interests; (II) Approving the Final Asset Purchase Agreement; (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (IV) Granting Related Relief [Docket No. [200](#), Filed October 11, 2022]**

K. Debtors' Witness and Exhibit List on Aliven Objection for October 11, 2022 Hearing [Docket No. ___, Filed October 11, 2022]

Status: This matter is going forward. **The Debtors believe responses A, C, E, F, G, H, J, K, L, M, and O are either resolved or moot and continue to work to resolve the other objections or responses. Response D (Oracle) is being adjourned by agreement of the parties.**

Dated: October 11, 2022

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

Anthony W. Clark (DE Bar No. 2051)

Dennis A. Meloro (DE Bar No. 4435)

1007 North Orange Street, Suite 1200

Wilmington, Delaware 19801

Telephone: (302) 661-7000

Facsimile: (302) 661-7360

Email: Anthony.Clark@gtlaw.com

Dennis.Meloro@gtlaw.com

-and-

Annette Jarvis (admitted *pro hac vice*)

Michael F. Thomson (admitted *pro hac vice*)

Peggy Hunt (admitted *pro hac vice*)

Carson Heninger (admitted *pro hac vice*)

222 S. Main Street, Suite 1730

Salt Lake City, Utah 84101

Telephone: (801) 478-6900

Facsimile: (801) 303-7397

Email: JarvisA@gtlaw.com

ThomsonM@gtlaw.com

HuntP@gtlaw.com

Carson.Heninger@gtlaw.com

-and-

Alison Elko Franklin (admitted *pro hac vice*)

3333 Piedmont Road, NE, Suite 2500

Atlanta, Georgia 30305

Telephone: (678) 553-2100

Facsimile: (678) 553-2212

Email: Alison.Franklin@gtlaw.com

*Proposed Counsel for the Debtors
and Debtors in Possession*

ADMIN 682186838v1